

Massachusetts Department of Transportation

Request for Proposals

Air Rights Parcels 12, 13, 14 and 15

Massachusetts Avenue/Boylston Street

Boston, MA

ADDENDUM 2

February 17, 2012

The Massachusetts Department of Transportation (“MassDOT”), as successor in interest to the Massachusetts Department of Transportation (“MassDOT”), hereby makes the following amendments, additions, and clarifications to the “Request for Revised Proposals; September 2008; Air Rights Parcels 12, 13, 14 and 15; Massachusetts Avenue/Boylston Street; Boston, MA” (together with all figures, appendices, and prior addenda thereto, the “RFP”) issued by MassDOT. This Addendum 2 and all attachments to it are hereby made a part of the RFP. To the extent that there is any conflict or inconsistency between this Addendum 2 and the text of the original RFP, the language of this Addendum shall govern. In all other respects the content and requirements of the RFP remain unchanged and in force. Capitalized terms not defined in this Addendum 2 shall have the meanings set forth in the RFP. All Reservations and Conditions in Section VII of the RFP shall apply fully to the information in this Addendum 2. References to section, subsection, paragraph, subparagraph, or page numbers or names are to those in the RFP unless otherwise noted. MassDOT does not warrant the accuracy, currency, completeness, or correctness of any of the information in this Addendum 2.

1. **MassDOT as Successor in Interest to MassPike.** Pursuant to Chapter 25 of the Acts of 2009, as amended, and subject to the provisions thereof, MassDOT has succeeded to title to all land, air rights, and other real estate formerly owned by MassPike, and, pursuant to the Act, MassDOT has the power to lease land and air rights that it owns. Pursuant to this authority, MassDOT is continuing the RFP process for Air Rights Parcels 12, 13, 14 and 15 as established in the RFP.
2. **Reservations and Conditions.** The Reservations and Conditions section of the RFP was mis-numbered on page 40 of the RFP. It is Section VII of the RFP, not Section VI. All references to the Reservations and Conditions sections in the RFP and in this Addendum 2 are to Section VII, on pages 40 and 41 of the RFP.
3. **MassDOT Real Estate Policies.** In anticipation of compiling a general manual of policies and procedures relating to the disposition and development of real property, MassDOT is including certain policies and procedures in this Addendum 1 as well as other ongoing and upcoming real estate dispositions.

The policies included in the Revised Proposal Submission Requirements in Section 4 of this Addendum 1 and to be used in the evaluation and selection of developers and negotiation of development agreements and leases for Air Rights Parcels 12, 13, 14, and 15 include:

- a. **Parcel value.** MassDOT is seeking to obtain full fair market value for each parcel, taking into account legitimate adjustments due to any extraordinary parcel conditions or regulatory requirements. As a matter of policy, and federal regulation where subject to review by the Federal Highway Administration (“FHWA”), MassDOT will verify the value of selected

development proposals by an appraisal commissioned by MassDOT. In valuing any projected future rent payments, MassDOT will determine a present value based on a discount rate that reflects the specific risk characteristics of each type of proposed rent. MassDOT will not use its cost of capital as a discount rate.

- b. Planning and economic development goals.** MassDOT will work to support state and municipal planning and economic goals in the development of each parcel. MassDOT will continue to work with state and municipal planning and economic entities in the disposition of MassDOT real estate assets. Pursuant to state statute, in general, non-MassDOT use of MassDOT parcels is subject to municipal regulation.
 - c. Subsidy.** In general, MassDOT will not subsidize the development of parcels. In some cases where the development forwards a transportation or other MassDOT policy objective, MassDOT may consider an adjustment to the compensation for the disposition of the parcel. MassDOT is not opposed to the use of government or other subsidies in the development of parcels, but will seek to clearly identify the level, nature, and source of subsidies in order to assess project feasibility.
 - d. Rent structure.** For leasing of parcels, MassDOT will consider a number of possible rent structures, but will seek to maximize the economic return to MassDOT. For some projects, MassDOT may elect to require certain rent structures based on the project and MassDOT's financial needs. The specific requirements for Air Rights Parcels 12, 13, 14, and 15 are included in Section 4 of this Addendum 2, Request for Revised Proposals. In general, rent for leased parcels may include, but is not limited to any of the following elements:

 - i. Non-recurring payments:* Rent may include one or more fixed, non-recurring payments at lease closing and/or other early project milestones.
 - ii. Recurring rent:* Rent may include recurring, periodic payments. If so, MassDOT expects this rent to be regularly escalated by a fixed factor, CPI, or other index. Over long-term leases, recurring rent should be periodically readjusted to fair market value by appraisal.
 - iii. Participation or performance-based rent:* Rent also may include participation in project revenues, including, but not limited to, operating revenue or the proceeds of capital events including sales, transfers, and refinancings. Participation or performance-based rent typically should be in addition to some element of non-recurring or recurring base rent and must include a reasonable expectation of significant value in the near-term. For any uncertain or speculative future payments of participation or performance-based rent, the financial returns to MassDOT must be commensurate with the financial risk that MassDOT is undertaking, and will be valued accordingly.
 - e. Summary feasibility and cost information.** Although MassDOT will continue to keep detailed financial proposals confidential throughout selection processes, MassDOT will require that summary cost and project feasibility information regarding proposed lease projects will be included in the public information required of proposers.
- 4. Request for Revised Proposals.** Given the passage of time since the initial Revised Proposals were received in response to the RFP, pursuant to Sections VII.A.2 and VII.A.3 of the RFP, MassDOT hereby requests Revised Proposals of all of the original Proposers. MassDOT is not seeking and will not accept Revised Proposals from any parties other than the original Proposers at this time. The Revised Proposals must be prepared and submitted in accordance with the Submission Requirements attached hereto (the "Revised Proposals Submission Requirements"). The Submission Requirements for the original Revised Proposals in Section V of the RFP shall not apply to the Revised Proposals.

REVISED PROPOSALS SUBMISSION REQUIREMENTS

A. Submission Process and Procedures

1. **Submission Schedule.** The schedule for the submission process for the Revised Proposals is shown below. MassDOT reserves the right to change or amend this schedule at its sole discretion. Prior to the Revised Proposals Due Date (as defined below), all Proposers will be notified of any such changes.

Additional Written Questions Due Date	5:00 p.m.	Friday	February 24, 2012
Revised Proposals Due Date	2:00 p.m.	Friday	March 16, 2012

2. **Submission Procedures.** Revised Proposals must be received at the MassDOT Office of Real Estate and Asset Development by the time and date shown above as the Revised Proposals Due Date. Revised Proposals must be submitted to the following address:

**Office of Real Estate and Asset Development
Massachusetts Department of Transportation
State Transportation Building
10 Park Plaza, Suite 4470
Boston, MA 02116**

ATTN: AIR RIGHTS PARCELS 12, 13, 14, AND 15 REVISED PROPOSAL

Any Revised Proposals received after the time and date shown above as the Revised Proposals Due Date will be returned unopened. A Revised Proposal will be deemed to have been received only if and at the time that it is delivered directly to MassDOT's Office of Real Estate and Asset Development at the address and suite number shown above. Time-stamped receipts will be provided for any hand-delivered Revised Proposals. Revised Proposals may not be left at the main security desk of the State Transportation Building. Revised Proposals will not be deemed to be received if delivered to any other MassDOT office or facility, or to any other state or other agency. In light of security measures in effect at the State Transportation Building, Proposers should allow extra time to sign into the building when delivering Revised Proposals. Proposers are responsible for determining and complying with all current procedures for entering the State Transportation Building, including without limitation, providing necessary identification, prior to the Revised Proposals Due Date.

All Revised Proposals must be sealed to provide for confidentiality of the information contained therein and to ensure that the Revised Proposals remain intact until MassDOT opens them. Revised Proposals submitted must contain all required forms and information, and must be in the format described in these Revised Proposals Submission Requirements. Revised Proposals must be complete, and must provide sufficient information for MassDOT to evaluate them. No additions or supplements to Revised Proposals will be accepted after a Revised Proposal is submitted, unless specifically requested or allowed by MassDOT. Once submitted to MassDOT, all Revised Proposals and accompanying materials are the sole property of MassDOT. All Revised Proposals are subject to the reservations and conditions specified in Section VII of the RFP.

3. **Pre-Submission Meeting and Site Tour.** No additional pre-submission meeting or site tour is scheduled or will occur in connection with this Request for Revised Proposals.

4. **Questions.** All questions regarding Addendum 2 to the RFP and the Request for Revised Proposals this RFP must be submitted in writing via electronic mail to:

MassDOT.RE@dot.state.ma.us

The subject line of all questions submitted by electronic mail must be:

AIR RIGHTS PARCELS 12-15 – ADDITIONAL QUESTIONS

All questions must be received on or before the Additional Written Questions Due Date, shown above. All questions received will be responded to in writing to all Proposers.

5. **Submission Deposit.** NO additional submission deposit is required with the submission of the Revised Proposals. The Submission Deposits submitted with the original Proposals will continue to be held by MassDOT in accordance with the RFP.

B. Revised Proposal Format

1. **General Format.** Each Revised Proposal must address all of the submission requirements called for in these Revised Proposals Submission Requirements, and must be in the format specified. Proposers are encouraged to keep their Revised Proposals simple and to address the submission requirements straightforwardly and concisely. Revised Proposals must be submitted in three components, as outlined and described in further detail below in subsections C, D, and E.

a. Component I: Development Revised Proposal

- i. Revised Proposal Form
- ii. Development team description
- iii. Development approach (including required drawings)
- iv. Feasibility and summary costs

b. Component II: Financial Revised Proposal

- i. Rent Offer Form(s)
- ii. Project financial projections
- iii. Project financing
- iv. Alternative financial Revised Proposals

c. Component III: Additional Information

- i. Proposer officers and owners
- ii. Certificates and forms
- iii. Civil rights compliance
- iv. Answers to financial questions
- v. Proposer financial status
- vi. Additional financial information
- vii. Additional developer information

2. **Public Circulation.** It is MassDOT's intent to post Component I of all Revised Proposals on MassDOT's website and circulate it to the BRA and other City agencies, members of the CAC, and the general public. In order to maintain the integrity of the RFP process, to the extent allowed by law, MassDOT will keep Components II and III of each Revised Proposal confidential until developers are

selected. MassDOT is subject to the laws of the Commonwealth with respect to disclosure of public records, and all materials submitted in connection with all Revised Proposals may be made available to the public. For additional information, see Section VII of the RFP.

3. **Page Limits and Size.** All pages shall be double-sided. All pages – including drawings – shall be 8½ by 11 inches in size. Components shall not exceed the following page limits:
 - a. **Component I.** Thirty (30) pages (15 double-sided sheets), including all text, forms, tables, and drawings.
 - b. **Component II.** Twenty (20) pages (10 double-sided sheets), including all text, forms, and tables.
 - c. **Component III.** Component III may be as long as necessary to provide the required information; however, it should be kept to the minimum information needed to evaluate the Revised Proposal.
4. **Copies.**
 - a. **Component I.** Twenty (20) complete, separately bound copies of Component I must be submitted.
 - b. **Component II.** Ten (10) complete, separately bound copies of Component II must be submitted.
 - c. **Component III.** Six (6) complete, separately bound copies of Component III must be submitted.
 - d. **PDF Form.** Design submissions should be provided in Adobe Portable Document Format (“PDF”).
5. **Drawings.** The plans and elevations to be submitted in the Revised Proposals should be conceptual in nature. All plans and elevations included in the Revised Proposals should be bound with the Revised Proposals, and must be 8½ by 11 inches in size. Larger drawings, physical models, or computer graphics or models may be used by Proposers at interviews and presentations, if desired, but should not be included in the Revised Proposals. Each drawing must be labeled to indicate key features of the Revised Proposals and must include a graphical scale bar and north arrow where applicable. Each drawing must include the Proposer’s name and must be dated.
6. **Submission Forms.** Proposers must complete all of the Revised Proposal Forms included in this Addendum 2. All schedules must be bound with the appropriate components of the Revised Proposals.
7. **Revised Proposal Summary.** In addition to Components I, II, and III of its Proposal, each Proposer is required to submit an electronic summary (the “Revised Proposal Summary”) of Component I of its Revised Proposal. MassDOT may distribute the Revised Proposal Summary for public review on paper or by electronic mail, and may post it on MassDOT’s or other websites.
 - a. **Format.** The Revised Proposal Summary shall be in PDF format, in color, and formatted as 8½ by 11 inch pages. It must have a minimum resolution of 300 dpi, and a maximum file size of one (1) megabyte. It must be submitted on a CD-R disc included with the Revised Proposal. The Revised Proposal Summary shall be no longer than two (2) pages, including all text and graphics, for a Revised Proposal for a single parcel, plus up to one (1) additional page if the Revised Proposal includes both Parcels are included in the Proposal.

b. **Content.** The Revised Proposal Summary shall include a summary of all pertinent information included in Component I of the Revised Proposal. It must clearly identify the Proposer and the Parcels included in the Revised Proposal. It shall not include any information from Components II or III of the Proposal. The Revised Proposal Summary must include at least two graphic images from the Revised Proposal, including a site plan and a perspective view. Additional images may be included, but the Revised Proposal Summary cannot exceed the maximum number of pages allowed.

8. **Multiple Options.** Proposers may propose more than one development option for any or all Parcels, but all of the information required below must be provided for each such option within the page limits described above. Alternatively, Proposers may submit separate Proposals for each option.

C. Component I: Development Proposal

Component I of each Revised Proposal must include the following information about the development team and proposed development. It should be organized clearly and in the order and with headings as presented below.

1. **Revised Proposal Form.** The Revised Proposal Form, included in this Addendum 2 as Schedule 1, must be completed in its entirety, signed by an authorized officer of the Proposer, and bound at the beginning of Component I of the Revised Proposal package.

2. Development Team.

a. **Development entity.** Identify the specific entity that will enter into the Development Agreement and Lease with MassDOT for the Parcel or Parcels and the precise nature or form of that entity (e.g., limited partnership, non-profit corporation, corporation, etc.). Identify any companies or organizations of which the development entity is a subsidiary or with which it is affiliated. Describe the Proposer, including, without limitation: all ongoing projects, past development experience, examples of similar projects, and the names of key individuals who will be assigned to this project (include resumes in Additional Developer Information in Component III). If the Proposer is a joint venture or partnership, identify each party to the joint venture or partnership and provide all of the information required above for each party. Describe in detail the provisions of the joint venture or partnership and each party's role in the joint venture or partnership agreement, including without limitation: financial interests, financial liabilities, operational responsibilities, role in decision-making, and authority to act on behalf of the joint venture or partnership.

b. **Other development team members.** Identify all other members of the development team known at this time. For each development team member that is known, describe the role that the team member will play, and provide a company profile, including ongoing projects, experience, examples of similar projects, and the names of key individuals who will be assigned to this project (a limited number of resumes may be included in Additional Developer Information in Component III). Examples of other development team members may include, but are not limited to: development consultant, architect, landscape architect, structural engineer, civil engineer, permitting consultant, legal counsel, construction manager, general contractor, key subcontractors, investors, lenders, fundraising consultant, and any tenants. Limited additional materials relating to the other team members, such as photographs, extended descriptions, or

promotional materials relating to past projects, if included in the Revised Proposal at all, should be included in Additional Developer Information in Component III and kept to a minimum.

3. Parcels.

- a. **MassDOT parcels.** State explicitly which of Parcels 12, 13, 14, and 15 are included in the Revised Proposal. It is expected that Proposers will not propose for parcels not included in their original Proposals.
- b. **Multiple parcel contingencies.** If the Proposal includes more than one MassDOT parcel, state explicitly whether the development of each parcel included in the Proposal is contingent or in any way conditioned on selection by MassDOT as the developer of another MassDOT parcel.
- c. **Proposer-controlled parcels.** Describe any parcels of land, air rights, or other real estate interests controlled or by the Proposer or any affiliate of the Proposer that are included in the Proposal. Specifically:
 - i. *Proposer interest:* Describe explicitly the Proposer's interest in the parcel.
 - ii. *Proposer affiliate:* If the parcel is controlled by an affiliate of the Proposer, state explicitly the relationship between the Proposer and the affiliate.
 - iii. *Terms of control:* If the Proposer's interest is other than fee simple ownership, describe the terms of the Proposer's interest, including, without limitation, the time period of the Proposer's control and the rights of the Proposer to acquire or use the parcel.
- d. **Other parcels.** Describe any other parcels of land, air rights, or other real estate interests included in the proposed development. For each such parcel:
 - i. *Owner:* Provide the name of the entity or entities that own(s) the parcel.
 - ii. *Other interests:* Provide the name of any other entities that have an interest in the parcel and the nature of that interest.
 - iii. *Relationship:* Describe the exact relationship between the Proposer and the owner(s) of the parcel or others that have an interest in the parcel and the exact rights of the Proposer to the parcel(s). Provide written evidence of any such relationship in Component III of the Revised Proposal, including, without limitation, any joint venture agreement, partnership agreement, memorandum of understanding or agreement, letter of understanding. Lack of such evidence will be considered in evaluating the Proposal.

4. **Development Approach.** The Development Approach section of the Revised Proposal must provide a clear, conceptual description of the proposed development and use of the Parcel(s), including any parcels under the control of the Proposer or others. The Selected Developer(s) will be solely responsible for ensuring that the project, as designed and constructed, complies fully with any and all applicable local regulations, including but not limited to design review by the BRA and the guidelines detailed in the Civic Vision.

- a. **Development program.** The Revised Proposal should describe the proposed program for the development in detail. For each MassDOT, Proposer-controlled, and other Parcel, provide the following information:
 - i. *Program areas.* Provide a table listing all proposed building uses (including circulation, mechanical, and parking), and the gross and net floor areas for each use by parcel and by building floor. State the overall gross floor area for each proposed building and for each MassDOT or other parcel included in the Proposal.

- ii. *Land uses.* Describe all proposed indoor and outdoor site uses and the location of each use within the building(s) or on the parcel(s). Describe the specific nature of each proposed use (e.g., specific types of community use or retail uses). If residential uses are proposed:
 - describe the number of units and sizes;
 - state whether units would be rental, condominium, or other;
 - state the percentage and number of proposed affordable units; and
 - for all of the affordable units, describe the different levels of affordability.
- iii. *Parking.* State the number of parking spaces that would be required for each use included in the building program. Describe any proposed on-site parking, including the location within the development, number of spaces, and whether and how many spaces will be dedicated to each program use. Describe any provisions for off-site parking, including the location, number of spaces, and any agreements ensuring availability of spaces.

b. Design description. For each MassDOT, Proposer-controlled, and other Parcel, provide a concise description of the proposed building and site design, including, without limitation:

- i. *Design intent:* Describe the overall approach and general intent of the design.
- ii. *Structural concept:* Describe the conceptual structural approach to the parcel, including, without limitation:
 - the extent of the highway, railroad, or other air rights portions of the parcel to be covered by buildings or other structures;
 - how the proposed buildings would impact the existing Turnpike and railroad;
 - how support will be provided for construction over the highway and/or railroad, including the location and nature of all foundations and any direct interface with existing roadway or other structures;
 - the construction techniques and sequencing to be used to build over the highway and/or railroad.
- iii. *Building design:* Describe the design of the building, including without limitation:
 - building massing and height;
 - building footprint and floor plates;
 - proposed architectural treatment, materials, and features; and
 - vertical circulation through the building.
- iv. *Site design:* Describe:
 - the nature, size, and location of landscape areas on the Parcels;
 - the relationship of landscaped site areas with adjacent parks, buildings, and areas; and
 - pedestrian access to and circulation through the site.
- v. *Vehicular circulation and parking:* Describe:
 - vehicular access to, egress from, and circulation through the site;
 - the location and number of parking spaces provided;
 - provisions for building delivery or other services;
 - how the development will be connected to local roadway systems and transit infrastructure; and
 - for Parcels 14 and 15, how delivery and other vehicular access and egress access to the Hynes Convention Center via Cambria Street will be maintained.
- vi. *MBTA:* Describe how the proposed project will accommodate and promote MBTA Green Line and bus operations. Specifically:
 - for Parcels 12 and 13, describe how the project will incorporate existing and new connections to the MBTA Hynes Convention Center Green Line station; and
 - for all Parcels, but particularly Parcels 12 and 13, describe how the parcel will accommodate MBTA bus operations, including the provision of space and shelter for bus patrons on adjacent sidewalks and plazas.

- vii. *Civic Vision*: Describe how the proposed building and site design would satisfy the design guidelines of the Civic Vision.
- viii. *Sustainable design*: Describe how the proposed building incorporates sustainable design principles, in particular, the sustainable design requirements of the BRA and the City of Boston Environment Department.
- c. Conceptual design drawings.** The drawings required with the Revised Proposal should be conceptual in nature rather than detailed designs. It is expected that each Selected Developer's conceptual design will change during the review and approval process following selection in response to City, community, and MassDOT comments. Drawings are included in the page count for Component I. Drawings must be bound with Component I, and must be 8½ by 11 inches in size. Limited additional drawings may be included in the Additional Developer Information section of the Revised Proposal if necessary. For each Parcel included in the Revised Proposal, the drawings must depict the following:
- i. *Design intent*: Provide one or more diagrams expressing the design intent for the building(s), including the concept for the public realm, pedestrian and vehicular circulation, views to and from the site, and the relationship with adjacent areas.
 - ii. *Site plan*: Provide a site plan showing the location of all proposed building structures, the extent of Turnpike and railroad coverage, outdoor program areas, parking, vehicular and pedestrian access and circulation, open space and landscaping, and the relationship to adjacent buildings.
 - iii. *Ground floor plan*: Provide a ground floor plan showing all ground floor uses, vehicular and pedestrian access, and vertical circulation through the building. The ground floor plan may be combined with the site plan.
 - iv. *Upper floor plans*: Provide plans for all upper building floors or typical floors.
 - v. *Building and site sections*: Provide at least one transverse and one longitudinal section through the building and the Turnpike and railroads below. The sections should illustrate the relationship of the proposed building to the Turnpike and railroad structures, the vertical arrangement of floors within the building, and vertical circulation through the building. Additional sections may be included.
 - vi. *Structural diagrams*: Provide diagrammatic structural drawings showing the structural approach to building over air rights on each parcel, including:
 - a plan showing and describing clearly the location of all support points within and adjacent to the air rights parcels; and
 - one or more diagrammatic sections showing the how the building will span across the highway, rail, and MBTA facilities and where vertical structural loads will be carried.
 - vii. *Overall building view or elevations*: Provide an overall perspective or axonometric drawing and/or building elevations to show potential building massing and architectural treatments in the context of surrounding buildings.
 - viii. *Specific building views*: Provide at least three to five different pedestrian level views toward the proposed development depicting how it would appear in the context of the surrounding areas.
- d. Community uses and benefits.** Describe in detail the extent, nature, and location of all community uses and benefits included in the Revised Proposal(s), whether on- or off-site. Describe any programs or services currently provided by or proposed to be provided by the Proposer or its proposed tenants that would directly or indirectly benefit the Massachusetts Avenue / Boylston Street area or surrounding communities.
- e. Permits and approvals.** Identify all permits and approvals required for the proposed development. Explicitly identify any conditional or special permits, variances, rezoning, waivers,

or other discretionary permit or relief from any regulation or statute that will be required in order to develop the proposed project. Proposers are responsible for reviewing and understanding all the requirements of applicable City, state, and federal regulations and statutes, including, without limitation applicable MEPA, zoning, and BRA design review and approval requirements. The Selected Developer(s) will be responsible for obtaining all necessary approvals or relief prior to construction.

- f. **Schedule.** Provide a graphic conceptual schedule for the proposed development, including start and finish times and duration for all development activities, including design, permitting, financing, construction, and occupancy. If development of the proposed project is to be phased, the conceptual schedule must include a phasing plan as to the development as a whole. The schedule should include the application and approval periods for any subsidy programs included in the Revised Proposal.

- 5. **Project Feasibility and Summary Cost Information.** Although MassDOT intends to keep the detailed financial proposals confidential throughout the selection process, MassDOT also recognizes that certain basic cost information project feasibility and cost information will be useful for the review of the Proposals by the CAC, the BRA, and others. The information described below therefore should be provided in Component I of the Proposal, but should not include any further details of the Rent Offer, Development Budget, or Operating Pro-forma to be included in Component II. This information should be based on and comport with the more detailed information provided in Component II.

- a. **Total development costs.** For each parcel included in the Proposal, provide a simple summary statement of the total development costs for the project, as a total number, per gross square foot of proposed building floor area, and per site square foot (including all land and air rights actually covered by the project).
- b. **Deck costs.** For each parcel included in the Proposal, provide a simple summary statement of the Deck Costs as defined in Section D.3(b), below. Provide the Summary Deck Costs as a total number, per gross square foot of proposed building floor area, and per site square foot (including all land and air rights actually covered by the project).
- c. **Subsidy required.** For each parcel included in the Proposal, provide a simple summary statement of the amount of Subsidy, as defined in Section D.4(c), below, required to develop the project as proposed. This information should be broken down to state the amounts of Total Subsidy, Internal Subsidy, Government Subsidy, and other Subsidy, as defined in Section D.4(c), below. Provide all figures as a total number, per gross square foot of proposed building floor area, and per site square foot (including all land and air rights actually covered by the project).

D. Component II: Financial Proposal

Component II of each Revised Proposal must include the following information about the financial aspects of the Revised Proposal. It should be organized clearly and in the order and with headings as presented below. Refer to Section 3 of this Addendum 2 for additional discussion of Parcel value, subsidy, and rent structure. If more than one Parcel is included in the Proposal, the information called for should be provided for each individual Parcel and in total.

1. **Rent Offer Form.** For each Parcel included in the Proposal, complete a separate Rent Offer Form, included in this Addendum 2 as Schedule 2. All applicable portions of the Revised Rent Offer Form must be completed, the Form must be signed by an authorized officer of the Proposer, and it must be included in Component II of the Revised Proposal. This form is intended to summarize the rent offer and related terms in a format that is comparable among all Revised Proposals. Proposers are not to alter the format or structure of the Revised Rent Offer Form in any way. Any alternative rent proposals should be provided in a separate section of the Revised Proposal (see below). Instructions for completing this form are provided in the corresponding sections below.
 - a. **Proposer.** Enter the name of the Proposer (the entity that will enter into an agreement with MassDOT), the type of entity (e.g., limited partnership, non-profit corporation, corporation, etc.), and which
 - b. **Term.** State the proposed lease term. Describe any proposed extensions or options, including the number and term of the extensions and which party or parties have the option to extend. The lease term, including all extensions and options, cannot exceed 99 years.
 - c. **Non-recurring rent.** If any of the rent is to be paid as a single payment, up-front, or other non-recurring payment or series of payments, enter the amounts and proposed schedule for payment. Enter the total amount of non-recurring rent where indicated.
 - d. **Annual Rent.** If regular, annual rental payments are proposed, enter:
 - i. *Initial Annual Rent.* Enter the amount of the initial annual rent to be paid under the Lease and the calendar year in which the first payment will be made.
 - ii. *Rent Escalation:* Enter either a fixed percentage by which Annual Rent will be increased *or* an index to which rent increases will be tied, with a minimum percentage increase. Enter the frequency with which these increases will occur.
 - iii. *Adjustment to Fair Market Value.* State the proposed frequency of periodic adjustments of Annual Rent to full fair market value. Periodic adjustments will be mandatory.
 - e. **Participation or performance-based rent.** Describe in the space provided any proposed participation or performance-based rent provisions, not including non-recurring or annual rent. Include the proposed terms of participation and/or terms and measure of performance on which the rent will be based, and what percentages or other factors will be applied to such measure.
 - f. **Projected rent payments.** Based on the information entered for “c,” “d,” and “e,” above, complete the table with the total non-recurring rent payments, annual rent payments, performance-based rent payments, and total projected payments to MassDOT for the first ten (10) years of the development project. Please note that the Project Financial Projections described below must include this information for thirty (30) years. On the Rent Offer Form, include each payment under the calendar year in which it is proposed or projected to occur. For annual rent, the amounts entered should include any escalation as provided in the answer to “d,” above. For participation or performance-based rent, the amounts entered should be the projected rent that would result from the provisions described above in “e” given the financial projections required under Section D.2, below.
 - g. **Authorized signature.** An authorized officer of the Proposer must certify that the Proposer is offering to enter into a development agreement, lease, and/or other agreement to develop the Parcel(s) on the terms shown on the Rent Offer Form and further described in the Revised Proposal, subject to the terms and conditions of this RFP and this Addendum 2 and further

negotiations with MassDOT. Sign, print the officer's name, and enter the date in the appropriate boxes.

2. **Financial Proposal Narrative.** In addition to the Rent Offer Form, provide a concise verbal description of the proposed financial proposal, including all assumptions and bases for participation or performance-based rent.
3. **Project Financial Projections.** For each Parcel included in the Proposal, provide financial projections sufficient to determine the financial feasibility of the proposed development. All costs must be expressed both as a total and per gross building square foot. These projections must include:
 - a. **Development budget.** For each Parcel included in the Proposal, provide a development budget detailing all development costs, including all acquisition, hard, and soft costs. , including without limitation:
 - i. *Acquisition:* All acquisition costs, including:
 - rent paid to MassDOT; and
 - acquisition costs for non-MassDOT parcels included in the Revised Proposal.
 - ii. *Hard costs:* All hard costs including, without limitation:
 - site preparation;
 - foundation costs;
 - building construction;
 - parking and landscaping construction;
 - transportation or other off-site costs;
 - utilities; and
 - contingency.
 - iii. *Soft costs:* All soft costs, including as applicable, without limitation:
 - design, engineering, and other design consulting;
 - permitting and fees;
 - insurance;
 - legal and other professional fees;
 - construction period real estate taxes and other property-based fees;
 - lease-up deficit;
 - developer fee; and
 - contingency.
 - iv. *Financing:* All construction financing costs. Do not include any transactional costs or debt service for permanent financing.
 - b. **Deck costs.** In addition to the Development Budget, for each parcel included in the Proposal, provide a detailed budget, to the extent known or estimated, for the hard costs of constructing the “deck” over the highway, railroad, MBTA station, or other elements (“Deck Costs”). Deck Costs are the costs necessary to construct up to and including the first horizontal portion of the building that covers the open highway, rail, or MBTA Green Line portions of each Parcel, including, without limitation, foundation costs, vertical and horizontal structural costs, costs of any alterations or additions to highway facilities (e.g., lighting, life-safety systems, tunnel finishes, ventilation), and any staging or constructability costs. Provide the Deck Costs as a total number, per gross square foot of proposed building floor area, and per site square foot (including all land and air rights actually covered by the project). All Deck Costs, as well ongoing operations, repair, and maintenance costs of any deck structure and non-roadway highway costs will be the responsibility of the Selected Developer(s).

- c. Operating pro-forma.** For each Parcel included in the Proposal, provide an operating pro-forma for each Parcel for a period of thirty (30) years. The operating pro-forma must detail all operating income and expenses and assumptions, including (as applicable):
- i. *Assumptions:* State all base assumptions, such as inflation and capitalization rates, that are applied throughout the operating pro-forma.
 - ii. *Tenant rent:* List all sources of rental revenue and related assumptions, including:
 - gross rental rates;
 - parking revenue;
 - rent concessions;
 - lease-up schedules;
 - tenant rent escalations; and
 - assumed vacancies.
 - iii. *Other revenue sources:* List all other sources projected operating revenue, such as fees, annual fundraising, government funding or reimbursement, and ongoing grants or other gifts.
 - iv. *Operating expenses:* List all operating expenses, including without limitation:
 - utilities and maintenance;
 - capital replacement reserve; and
 - real estate taxes.
 - v. *Debt service:* List all annual debt service payments for each source of permanent financing, including primary, mezzanine, and other loans.
 - vi. *Proposer operations:* If the Proposer will be using the property for its own non-real estate business operations or non-profit programs, the operating pro-forma should include projections of income and expenses for those operations or programs.
 - vii. *MassDOT and other ground or air rights rent:* The operating pro-forma must include:
 - separate line items for all types of proposed rent to MassDOT for the full thirty (30) years, including escalation of annual rent, periodic adjustments of rent to fair market value, and projections for any participation or other performance-based rent as proposed in the Rent Offer Form; and
 - all other ground or air rights rent to be paid to other parties for additional parcels included in the Proposal.

4. Sources of Funds. For each Parcel included in the Proposal, state the total amount of and percentage of total development costs to be provided by Equity, Debt, and Subsidy, as described below.

- a. Equity.** For each Parcel included in the Proposal, describe all sources of private or public project equity to be used during both the construction and operations periods of the development, and the anticipated amounts from each source. Private project equity is to include any funds invested with the expectation of return from project revenues or financial value. Do not include as equity any sources of funds that are provided without an expectation of return, including any public or private grants or gifts or Subsidy as defined in Section D.4(c), below. Indicate any interest from specific investors, but include actual letters of interest in Component III.
- b. Debt.** For each Parcel included in the Proposal, describe all known or assumed sources and terms of private or public debt financing for the project, including construction, primary permanent, mezzanine, or other proposed sources of debt. Describe the assets to be used to secure each type of debt. Indicate any interest from specific lenders, but include actual letters of interest in Component III.
- c. Subsidy.** For each parcel included in the Proposal, describe the amount of funds used to pay any project development costs, but which are not supported by projected parcel revenues or for which there is no expectation of repayment or return (“Subsidy”). Subsidy does not include revenue-

supported debt or private equity. This information should be broken down to state the following information:

- i. *Total subsidy*: The total amount of project development costs paid from subsidies.
- ii. *Internal subsidy*: The total amount of project development costs to be paid by internal cross-subsidy from another parcel included in the Proposal.
- iii. *Government subsidy*: The total amount of project development costs assumed to be paid by subsidies from federal, State, or City sources, including, without limitation: all grants, direct payments, and loan interest subsidies; and relief, reductions, or waivers of taxes, fees, or other government payments otherwise required.
- iv. *Other subsidy*: The total amount of project development costs to be paid from any other sources, including, without limitation, private grants or other charitable giving.

5. **Alternative Financial Revised Proposals.** Proposers may suggest alternative financial proposals or approaches that cannot be shown on the Rent Offer Form. If so, describe the alternative approach in detail and the reasons for proposing it. Proposers must make any alternative financial Revised Proposals *in addition* to a standard Revised Rent Proposal using the Revised Proposal Rent Offer Form as described above.

E. Component III: Additional Information

1. **Proposer Officers and Owners.** The Revised Proposal must list the officers and others with an interest in the Proposer:
 - a. **For-Profit Corporation.** If the Proposer is a corporation, list all officers, directors, and owners of five percent (5%) or more of the capital stock.
 - b. **Non-Profit Corporation.** If the Proposer is a non-profit corporation, list all officers, and directors or board members. List any other entities that control or are controlled by the Proposer.
 - c. **Non-corporation.** If the Proposer is other than a corporation, list all persons or entities with an interest of five percent (5%) or more in the operations of the development entity, including the title and percentage of the interest for each.
2. **Certificates and Forms.** Each Proposer must complete revised versions of the following certificates and forms and include them in Component III of the Revised Proposal. MassDOT reserves the right to require additional certifications of the Selected Developer(s).
 - a. **Section 40J Disclosure Statement.** The Section 40J Disclosure Statement form, included in this Addendum 2 as Schedule 3, must be completed and signed by an authorized officer of the Proposer.
 - b. **Evidence of Authority.** Proposers must provide evidence of authority of the person signing the Revised Proposal Form to submit the Revised Proposal on behalf of the Proposer. If the Proposer is a corporation, said Proposer must include a duly executed resolution of its Board of Directors either approving the particular Revised Proposal being submitted, or specifically authorizing and empowering a designated agent of said corporation to bind the corporation in all matters involving, related to, or incidental to the submission of a Revised Proposal hereunder and, if accepted by MassDOT, the corporation's full performance under the terms of the RFP and this Addendum 2. Included in this Addendum 2 as Schedule 4 is a sample Clerk's Certificate.

- c. **Additional Certifications.** In order to substantiate compliance with: (i) Chapter 66A of the Massachusetts General Laws regarding confidentiality and privacy; (ii) Section 49A of Chapter 62C of the Massachusetts General Laws regarding taxes; and (iii) other matters deemed necessary or appropriate by MassDOT, the Additional Certifications form included in this Addendum 2 as Schedule 5 must be completed and signed by an authorized officer or agent of the Proposer.
3. **Non-Discrimination and Affirmative Action.** MassDOT’s policy is to further the goals of Executive Orders 524 and 526. Each Proposer shall indicate in writing that its firm and designated contractors and subcontractors, if any, will comply with MassDOT’s Non-Discrimination and Affirmative Action Requirements, included in this Addendum 2 with a web link to Executive Orders 524 and 526.
4. **Financial Questions.** Each Proposer must answer the following questions. Note that for purposes of these questions, “the Proposer” shall include: (i) the development entity; (ii) any director, principal officer, partner, or owner of five percent (5%) or more of stock or with an interest of five percent (5%) or more in the development entity; or (iii) any partnership, corporation, or other entity with which any of the foregoing individuals or entities are or have been affiliated. If “yes” is answered to any of these questions, describe the circumstances in detail.
- a. **Bankruptcy.** In the past ten (10) years, has the Proposer filed for bankruptcy or been declared bankrupt?
- b. **Foreclosure.** In the past ten (10) years, has the Proposer been the subject of a foreclosure proceeding?
- c. **Loan default.** In the past ten (10) years, has the Proposer defaulted on a loan?
- d. **Lease default.** In the past ten (10) years, has the Proposer been in default of a ground or other lease or had such a lease terminated due to such Proposer’s failure to comply with the terms of the lease or agreement?
- e. **Prohibition.** Has the Proposer ever been prohibited from doing business with any federal, state, or municipal government agency?
- f. **Felony.** Has the Proposer ever been indicted for or convicted of a felony?
- g. **Illegal purpose.** Has the Proposer ever been involved, affiliated, or in known contact with any entity intending to utilize the subject property for an illegal purpose or with any entity, individual, or member of any organized crime group or similar criminal enterprise?
5. **Proposer Financial Status.** Provide evidence of the Proposer’s current financial position and capacity to undertake and complete the proposed development. Every Proposer must provide the applicable information set forth in subsections (a) and (b) of this Paragraph 5. For Proposers that are single purpose entities (“SPE”) created specifically to submit a Revised Proposal or Revised Proposals for development of the Parcel(s) pursuant to this RFP, the information required to be provided as set forth in subsections (a) and (b) below must be provided for each such SPE and for each entity and individual holding a beneficial interest of 20% or more of such SPE. The information to be provided for each such Proposer, SPE, and other individual or entity must include:

- a. **Publicly held.** If the development entity or any part of the entity is a publicly-held corporation, this must include the following documents as filed with the Securities and Exchange Commission: Annual Reports on Form 10-K for the last two (2) fiscal years, including any consolidated financial statements filed therewith and any amendments thereto or restatements thereof; all Quarterly Reports on Form 10-Q filed since the most-recently filed 10-K; and, any Current Reports on Form 8-K filed since the last fiscal year.
 - b. **Privately held.** If the development entity or any part of the entity is a privately-held organization, this must include: balance sheets for the last two (2) fiscal years (all financial statements provided in the Revised Proposal should be certified); a statement of income for the last two (2) fiscal years; and a management discussion and analysis of the organization's financial condition for the last two (2) fiscal years indicating any changes in the organization's financial position since the financial statements were prepared.
- 6. **Additional Financial Information.** Include in this section any additional financial information, including, without limitation: letters of interest from prospective investors, lenders, or tenants; and any market data to support projected sales or rent figures.
- 7. **Additional Developer Information.** If desired, a Proposer may include any of the following information to supplement a Revised Proposal. This information should be bound in Component III. Although there is no specific page limit for this additional information, Proposers should make every effort to limit the amount and nature of information included to only that which will assist in evaluating the Revised Proposal.
 - a. **Resumes.** Resumes of all key development team members listed in Component I may be included here.
 - b. **Past projects and related experience.** Include any additional information, descriptions, or materials relating to past development projects by the Proposer or other Development Team members that is helpful in understanding the qualifications of the team members to undertake the development of the Parcel.
 - c. **Additional design drawings.** If a Proposer wishes to include any drawings and other graphics in addition to the required drawings included in Section 4(c) Component I, include them here.

SCHEDULE 1

MASSACHUSETTS DEPARTMENT OF TRANSPORTATION
REQUEST FOR PROPOSALS
AIR RIGHTS PARCELS 12, 13, 14 AND 15
MASSACHUSETTS AVENUE/BOYLSTON STREET, BOSTON, MA
ADDENDUM 2

REVISED PROPOSAL FORM

NAME OF PROPOSER: _____

The undersigned (the "Proposer") hereby acknowledges that it is fully familiar with all provisions contained in the Request for Proposals; Air Rights Parcels 12, 13, 14 and 15; Massachusetts Avenue / Boylston Street, Boston, MA, issued by the Massachusetts Department of Transportation ("MassDOT"), and in any addenda issued in connection therewith (collectively, the "RFP"). The undersigned hereby represents and warrants that it is submitting this Proposal (the "Proposal") in response to the RFP subject to and in accordance with the terms and provisions of the RFP, and that it offers to enter into one or more development agreements, leases, and all related agreements with the Massachusetts Department of Transportation for the development of Parcel(s) _____, subject to: (i) the terms and conditions described in the RFP; (ii) the terms and conditions contained in the Proposal; and (iii) further terms and conditions to be negotiated with MassDOT.

BY:

WITNESS:

SIGNATURE: _____

SIGNATURE: _____

TYPED NAME: _____

TYPED NAME: _____

TITLE: _____

TITLE: _____

DATE: _____

DATE: _____

The Proposer hereby designates the following individual as its sole contact person and representative for purposes of providing clarification and any additional information required in connection with this Proposal.

TYPED NAME: _____

TITLE: _____

STREET ADDRESS: _____

CITY: _____

STATE: _____

ZIP CODE: _____

TELEPHONE: _____

FACSIMILE: _____

ELECTRONIC MAIL: _____

**SCHEDULE 2
REVISED RENT OFFER FORM**

See Addendum 2 to the Air Rights Parcels 12, 13, 14, and 15 RFP, Section 4, "Revised Submission Requirements," Subsection D, "Component II, Financial Proposal," Paragraph 1, "Rent Offer Form," for detailed instructions on completing this form.

a. Proposer

Name of Proposer:	Type of Entity:	Parcel:
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b. Term

Base Lease Term:		years			
Number of extensions:		for		years each	
At the option of (check one):		Developer		MassDOT	

c. Non-Recurring Rent

Date	Payments
	\$
	\$
	\$
TOTAL:	\$

d. Annual Rent

i. Initial Annual Rent:	\$	beginning in:
-------------------------	----	---------------

ii. Rent Escalation:		
BY	FIXED PERCENTAGE increase:	%
OR	INDEX on which increase are to be based:	
	minimum percentage increase:	%
Escalation of Annual Rent payments to occur every:		year(s)

iii. Adjustment to Fair Market Value to occur every:	years
--	-------

e. Participation or Performance-Based Rent

f. Projected Rent Payments

year:	1	2	3	4	5	6	7	8	9	10
	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Non-Recurring Rent	\$	\$	\$	\$	\$					
Annual Rent	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Performance-Based Rent	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Total Projected Rent Payments	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$

g. Authorized Signature

I hereby certify that the Proposer listed above offers to enter into a Development Agreement, Lease, and/or other agreement with the Massachusetts Department of Transportation for one or more of Air Rights Parcels 12, 13, 14, and 15 under the terms shown on this Form and further described in the accompanying Proposal, subject to the terms and conditions of the RFP, and all addenda thereto, and further negotiations with the MassDOT.	Sign:	
	Print:	
	Date:	

SCHEDULE 3

MASSACHUSETTS DEPARTMENT OF TRANSPORTATION

REQUEST FOR PROPOSALS

AIR RIGHTS PARCELS 12, 13, 14 AND 15

MASSACHUSETTS AVENUE/BOYLSTON STREET, BOSTON, MA

ADDENDUM 2

CHAPTER 7, SECTION 40J DISCLOSURE STATEMENT

Pursuant to the requirements of Massachusetts General Laws, Chapter 7, Section 40J, I, _____, as duly authorized representative of _____, a () corporation, () partnership, () joint venture, or () other business entity; organized pursuant to the laws of the state of _____ and having a place of business at _____, provide the following statement giving the true names and addresses of all persons who have or will have a direct or indirect beneficial interest in the real property which is the subject of the Proposal to the Massachusetts Department of Transportation to which this statement will be attached. If there are no such persons, I have indicated this by inserting the word "NONE" in the space below.

NAME

ADDRESS

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

(If necessary, attach additional names and addresses on a separate sheet of paper referencing this Statement)

This Disclosure Statement is signed under the pains and penalties of perjury this ____ day of _____, 201_.

Proposer Name

X

Signature of Authorized Representative Signing on Behalf of Proposer

Print Name of Authorized Representative of Proposer

Print Name of Authorized Representative of Proposer

SCHEDULE 4

MASSACHUSETTS DEPARTMENT OF TRANSPORTATION

REQUEST FOR PROPOSALS

AIR RIGHTS PARCELS 12, 13, 14 AND 15

MASSACHUSETTS AVENUE/BOYLSTON STREET, BOSTON, MA

ADDENDUM 2

CLERK'S CERTIFICATE

(Applicable to all Corporations)

Date: _____

I, _____,
being the clerk of _____,
hereby certify that the Proposal submitted hereby, has been authorized by the Board of Directors
of said corporation, and that the above signatures are those of the duly authorized agents and/or
officers of same _____.

Clerk

(CORPORATE SEAL)

SCHEDULE 5

MASSACHUSETTS DEPARTMENT OF TRANSPORTATION

REQUEST FOR PROPOSALS

AIR RIGHTS PARCELS 12, 13, 14 AND 15

MASSACHUSETTS AVENUE/BOYLSTON STREET, BOSTON, MA

ADDENDUM 2

ADDITIONAL CERTIFICATIONS FORM

Reference is made to the Request for Proposals; Air Rights Parcels 12, 13, 14 and 15; Massachusetts Avenue / Boylston Street, Boston, MA,, and any addenda thereto (collectively, the "RFP"). Initial capitalized terms, unless otherwise defined herein, shall have the meanings assigned to such terms in the RFP.

Chapter 66A (Confidentiality and Privacy)

The undersigned (the "Proposer") acknowledges that, during the course of its performance of the development agreement, the lease or other agreement contemplated under the RFP, the Proposer may acquire or obtain access to "personal data" and become a "holder" of such "personal data" (as defined in Chapter 66A of the Massachusetts General Laws ("Chapter 66A")) or other information deemed confidential by MassDOT. The Proposer shall comply with Chapter 66A and any applicable regulations promulgated thereunder relative to confidentiality and privacy.

Section 7 of Chapter 521, Acts of 1990 (Child Care Assistance)

Pursuant to Section 7 of Chapter 521, Acts of 1990, as amended by Chapter 329, Acts of 1991, and regulations issued pursuant thereto, 102 CMR 12.00, the Proposer certifies under the pains and penalties of perjury that the Proposer is in compliance with the previously cited provisions of the Massachusetts General Laws and regulations issued pursuant thereto and, if it is a qualified employer having fifty (50) or more full time employees, has established a dependent care assistance program, child care tuition assistance, or on-site or near site child care placement; or is an exempt employer.

Chapter 62C, Section 49A (Tax Compliance)

Pursuant to M.G.L. Chapter 62C, Section 49A, the Proposer hereby certifies (a) under the pains and penalties of perjury that the Proposer is in compliance with all federal laws and laws of the Commonwealth of Massachusetts relating to taxes, reporting of employees and contractors, and withholding and remitting child support, and (b) to the best of its knowledge and belief, Proposer has no outstanding payment or filing obligations to the Commonwealth of Massachusetts Department of Revenue.

Chapter 7, Section 22C (Northern Ireland Notice and Certification)

State agencies, state authorities, the House of Representatives or the state Senate may not procure goods or services from any person employing ten or more employees in an office or other facility located in Northern Ireland who fails to complete the certification required by M.G.L. c. 7, section 22C. The Proposer certifies under the pains and penalties of perjury either that (check the applicable statement):

() the Proposer does not employ ten or more employees in an office or other facility in Northern Ireland; OR

() the Proposer employs ten or more employees in an office or other facility located in Northern Ireland and further certifies that:

1. the Proposer does not discriminate in employment, compensation, or the terms, conditions and privileges of employment on account of religious or political belief, and
2. the Proposer promotes religious tolerance within the work place, and the eradication of any manifestations of religious and other illegal discrimination; and
3. the Proposer is not engaged in the manufacture, distribution or sale of firearms, munitions, including rubber or plastic bullets, tear gas, armored vehicles or military aircraft for use or deployment in any activity in Northern Ireland.

Conflict of Interest/Collusion Certification

The Proposer certifies under the pains and penalties of perjury that (a) no relationship exists between the Proposer and MassDOT or any officer, employee, or agent of MassDOT that constitutes unfair competition or a conflict of interest or that may be adverse to MassDOT; and (b) it has not acted in collusion with any other Proposer or other entity doing business with MassDOT in a way that would constitute unfair competition or that may be adverse to MassDOT.

Other Certifications

The Proposer certifies under the pains and penalties of perjury that the Proposer has filed with the Secretary of the Commonwealth of Massachusetts all certificates and annual reports required by law.

The Proposer certifies under the pains and penalties of perjury that the Proposer is not presently debarred or suspended from providing goods and/or services to the Commonwealth, or any other applicable debarment or suspension provision under state law or any rules or regulations promulgated thereunder.

Signed under the pains and penalties of perjury on this _____ day of _____, 201__.

Proposer Name

X

Signature of Authorized Representative Signing on Behalf of Proposer

Print Name of Authorized Representative of Proposer

Print Title of Authorized Representative of Proposer

Massachusetts Department of Transportation

NON-DISCRIMINATION AND AFFIRMATIVE ACTION REQUIREMENTS

With respect to its exercise of all uses, rights and privileges granted under the Lease, the Tenant agrees to the following terms:

Landlord Policies. Consistent with the Landlord's policy to further the goals of the Executive Orders 524 and 526, web addresses to which are annexed hereto, the Tenant shall not discriminate by segregation or otherwise against any person because of race, color, age, gender, ethnicity, sexual orientation, gender identity or expression, religion, creed, ancestry, national origin, disability, veteran's status (including Vietnam-era veterans), or background in providing or refusing to provide any person or persons the use of or access to any facility including any and all services, privileges, accommodations, and activities of the Tenant. The Tenant shall not discriminate by segregation or otherwise against any employee or applicant for employment because of race, color, age, gender, ethnicity, sexual orientation, gender identity or expression, religion, creed, ancestry, national origin, disability, veteran's status (including Vietnam-era veterans), or background and shall undertake specific affirmative action in those areas identified by the Landlord, from time to time, where utilization of transition plans, reports, goals, and timetables are necessary to ensure equal opportunity and to overcome the effect of past discrimination against specific groups. The Tenant agrees that in all matters related to the Leased Premises, it will establish and develop civil rights policies and programs, consistent with those of the Landlord, designed to prohibit discrimination, ensure equality of opportunity, and implement appropriate narrowly tailored affirmative action in all operations, particularly in the areas of employment and public access.

Workforce Requirements. In connection with any construction, reconstruction, or major renovation applicable to the Leased Premises, the Tenant shall exercise reasonable, good faith efforts to employ a diverse workforce and impose a diverse workforce requirement in all contracts with its contractors, subcontractors and subtenants. The Tenant shall submit to the Landlord upon the Landlord's written request workforce profiles, providing information on the utilization of minority group members and women in the workforce working on the Leased Premises. If required by the Landlord, the Tenant will establish goals, and where necessary, develop action plans and timetables to ensure the equitable employment of minority groups and women in all workforces at the Leased Premises. Said goals shall be developed in consultation with the Landlord's Office of Civil Rights and shall be based on census data measures of minority and female availability in specific trades, job groups, or employment categories. The Tenant shall develop and disseminate a public policy statement prohibiting discrimination in all of its operations, including but not limited to employment, public access, and contracting on the basis of race, color, age, gender, ethnicity, sexual orientation, gender identity or expression, religion, creed, ancestry, national origin, disability, veteran's status (including Vietnam-era veterans), or background.

Information and Reports. The Tenant will designate a management official to implement all elements of its civil rights obligations under this Lease. The designated official will be responsible for informing employees, the public, and contractors as to the process for filing complaints alleging discrimination or harassment in employment, in contracting, or in the

provision of services and access to relevant programs. The Tenant shall provide reports as requested by the Landlord to ensure compliance with the provisions of this section.

Affirmative Market Contracting. Consistent with the Landlord's policy to further the goals of Executive Orders 524 and 526, the Tenant agrees that it will utilize reasonable, good faith efforts to employ minority and women owned businesses under this Lease, and Tenant will maintain records illustrating that minority and women owned businesses have had an equal opportunity to participate in business relationships created under this Lease, including but not limited to the areas of construction, design, and the providing of goods and services. The Tenant shall submit from time to time when requested in writing by the Landlord, profiles of all firms that have been contracted and/or employed by Tenant with respect to the Leased Premises, identifying those firms that are certified as minority and women owned businesses. The Tenant will establish goals, and where necessary, develop action plans and timetables to ensure the equitable participation of minority and women owned businesses in its business relationships with respect to the Project. If necessary, goals shall be developed in consultation with the Landlord's Office of Civil Rights and shall be based upon determination of minority and women business availability in specific industries.

Executive Order 524 can be found at:

<http://www.mass.gov/governor/legislationeexecorder/executiveorder/executive-order-no-524.html>

Executive Order 526 can be found at:

<http://www.mass.gov/governor/legislationeexecorder/executiveorder/executive-order-no-526.html>